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DOV# 386

Daneen Schindler, RECORDER/REGISTRAR
DELAWARE COUNTY IOWA

encl **Return to Taxpayer:** IMAGINE THE POSSIBILITIES, INC.: P.O. Box 967, Guttenberg, IA 52052-0967

Prepared by: Gary L. Mick, 318 S. River Park Dr., P.O. Box 609, Guttenberg, IA 52052-0609,
Phone: (563) 252-1733

QUIT CLAIM DEED

For the consideration of one Dollar(s) and other valuable consideration, IMAGINE THE POSSIBILITIES, INC., successor by merger to G & G LIVING CENTERS, INC., does hereby Quit Claim to IMAGINE THE POSSIBILITIES, INC. all our right, title, interest, estate, claim and demand in the following described real estate in Delaware County, Iowa:

PARCEL ONE:

All of Lot Seven (7), the West Thirty-seven (37) feet of Lot Eight (8), the North Eleven (11) feet of Lot Nine (9), and the North Eleven (11) feet of the West Thirty-seven (37) feet of Lot Ten (10), all in Block Seven (7), F. A. Densmore's Second Addition to Edgewood, Iowa, according to plat recorded in Book 1, Plats, Page 113 in the records of the Delaware County Recorder.

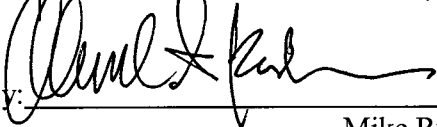
This deed is exempt according to Iowa Code 428A.2(14).

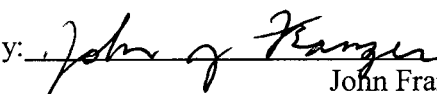
Each of the undersigned hereby relinquishes all rights of dower, homestead and distributive share in and to the real estate.

Words and phrases herein, including acknowledgment hereof, shall be construed as in the singular or plural number, and as masculine or feminine gender, according to the context.

Dated: 9.4.18

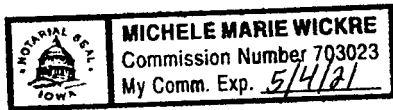
IMAGINE THE POSSIBILITIES, INC. (Grantor)

By: 
Mike Ruden, President

By: 
John Franzen, Secretary

STATE OF IOWA, COUNTY OF CLAYTON: ss

On this 4th day of September, 2018, before me, the undersigned, a Notary Public in and for said State and County, personally appeared **Mike Ruden and John Franzen**, to me personally known, who being by me duly sworn, did say that they are the President and Secretary respectively, of the corporation executing the within and foregoing instrument to which this is attached, that no seal has been procured by the corporation; that said instrument was signed on behalf of the corporation by authority of its Board of Directors; and that **Mike Ruden and John Franzen** as said President and Secretary respectively, acknowledged the execution of the foregoing instrument to be the voluntary act and deed of the corporation, by it and by them voluntarily executed.

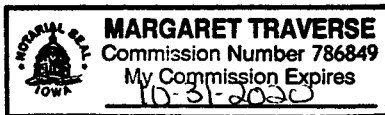


Michele M. Wickre
Signature of Notary Public

STATE OF IOWA, COUNTY OF CLAYTON: ss

On this 4 day of September, 2018, before me, the undersigned, a Notary Public in and for said State and County, personally appeared ~~Mike Ruden~~ and **John Franzen**, to me personally known, who being by me duly sworn, did say that they are the ~~President~~ and Secretary respectively, of the corporation executing the within and foregoing instrument to which this is attached, that no seal has been procured by the corporation; that said instrument was signed on behalf of the corporation by authority of its Board of Directors; and that **Mike Ruden** and **John Franzen** as said President and Secretary respectively, acknowledged the execution of the foregoing instrument to be the voluntary act and deed of the corporation, by it and by them voluntarily executed.

Margaret Traverse
Signature of Notary Public



ARTICLES OF MERGER
OF
G & G LIVING CENTERS, INC.
INTO
IMAGINE THE POSSIBILITIES, INC.

The undersigned Corporations, each a public benefit, nonprofit corporation, operating pursuant to Chapter 504 of the Code of Iowa, hereby adopt the following Articles of Merger pursuant to Section 504.1104 of the Code of Iowa:

1. NAMES OF MERGING CORPORATIONS. The merging Corporations are G & G Living Centers, Inc. and Imagine the Possibilities, Inc., each a public benefit, nonprofit corporation.

2. PLAN OF MERGER. A Plan of Merger has been approved and executed by each of the Merging Corporations, a copy of which Plan of Merger is attached hereto and by this reference incorporated herein.

3. APPROVAL OF MERGER BY MERGING CORPORATIONS. The Articles of Merger and Plan of Merger were approved by each of the Merging Corporations in the following manner:

A. G & G Living Centers, Inc. G & G Living Centers, Inc. was a non-member corporation on the date of the approval of the Articles of Merger and Plan of Merger. At a meeting of the Board of Directors of the Corporation held June 12, 2017, at which a quorum of the Board of the Directors of the Corporation was present, the Plan of Merger and the Articles of Merger were approved by the required majority of the Board of Directors pursuant to the terms of the Corporation's Bylaws.

(1) The number of votes cast by the Directors entitled to vote separately on the Plan of Merger and the votes cast for and against the Plan of Merger are the following:

<u>Number of Votes Entitled to be Cast on the Plan of Merger</u>	<u>Number of Votes Cast Approving Plan of Merger</u>
--	--

Six

Six

B. Imagine the Possibilities Inc. Imagine the Possibilities, Inc. was a non-member corporation on the date of the approval of the Articles of Merger and Plan of Merger. At a meeting of the Board of Directors of the Corporation held _____, 2017, at which a quorum of the Board

of the Directors of the Corporation was present, the Plan of Merger and the Articles of Merger were approved by the required majority of the Board of Directors pursuant to the terms of the Corporation's Bylaws.

(1) The number of votes cast by the Directors entitled to vote separately on the Plan of Merger and the votes cast for and against the Plan of Merger are the following:

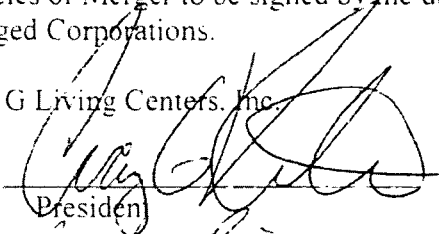
<u>Number of Votes Entitled to be Cast on the Plan of Merger</u>	<u>Number of Votes Cast Approving Plan of Merger</u>
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4. SURVIVING CORPORATION. The name of the Surviving Corporation shall be "Imagine the Possibilities, Inc."

5. EFFECTIVE DATE OF THE MERGER. The merger shall be effective October 1, 2017 or upon the date of filing the Articles of Merger with the Secretary of State of the State of Iowa, whichever is later.

IN WITNESS WHEREOF, the parties to these Articles of Merger have caused the Articles of Merger to be signed by the duly authorized representatives of the respective Merged Corporations.

G & G Living Centers, Inc.

BY: 

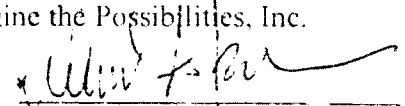
President

BY: 

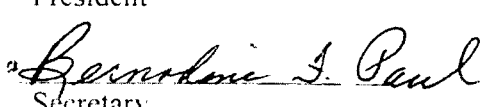
Secretary

MERGED CORPORATION

Imagine the Possibilities, Inc.

BY: 

President

BY: 

Secretary

SURVIVING CORPORATION

Plan of Merger

This Plan of Merger dated June 16, 2017, by and between Imagine the Possibilities, Inc. (referred to herein as "Imagine") and G & G Living Centers, Inc., (referred to herein as "G & G"), these corporations are being hereinafter collectively referred to as the "Constituent Corporations".

WHEREAS, Imagine is a non-profit corporation duly organized and existing under the laws of the State of Iowa, having been incorporated on January 9, 1973.

WHEREAS, G & G is a non-profit corporation duly organized and existing under the laws of the State of Iowa, having been incorporated on January 13, 1992.

WHEREAS the respective Boards of Directors of Imagine and G & G deemed it advisable and for the best interests of the corporations that G & G be merged with and into Imagine as the surviving corporation as authorized by the statutes of the State of Iowa under and pursuant to the terms and conditions thereafter set forth.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of the merger, the motive carrying the same into effect, and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree, subject to the approval of adoption of this Plan by the requisite vote of the Board of Directors of each Constituent Corporation, and subject to the conditions hereinafter set forth as follows:

Article I

Merger and Name of Surviving Corporation

At the effective date, as hereinafter defined, G & G shall be merged with and into Imagine which is hereby designated as the "Surviving Corporation", which shall not be a new corporation, which shall continue its corporate existence as a non-profit corporation to be governed by the laws of the State of Iowa, which shall continue to be named Imagine the Possibilities, Inc. and which shall maintain a registered office in the State of Iowa.

Article II

Terms and Conditions of the Merger

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

At the effective date:

- (1) The Constituent Corporations shall be a single corporation, which shall be Imagine, the corporation designated herein as the surviving corporation.
- (2) The separate existence of G & G shall cease.
- (3) The Surviving Corporation shall then possess all the rights, privileges, powers and franchises, of either a public or a private nature, can be subject to all the restrictions, disabilities and duties of each Constituent Corporation; and all and singular, the rights, privileges, powers and franchises of each Constituent Corporation, and all property, real, personal and mixed, and all debts due to either Constituent Corporation on whatever account, as for other things in action or belonging to each Constituent Corporation shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporation, and the title to any real estate vested by deed or otherwise in either Constituent Corporation shall not revert or be in anyway impaired by reason of the merger; all rights of creditors and all liens upon any property of either Constituent Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporation shall attach to the Surviving Corporation and maybe enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it. Any action or proceeding, whether civil, criminal or administrative, pending by or against either Constituent Corporation shall be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.
- (4) All corporate acts, plans, policies, contracts, approvals and authorizations of G & G and its Boards of Directors, committees elected or appointed by the Boards of Directors, officers and agents, which are valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding as the same were with respect to Imagine and G & G.
- (5) The assets, liabilities, reserves and accounts of each Constituent Corporation shall be recorded on the books of the Surviving Corporation at the

amounts at which they, respectively, shall then be carried on the books of such Constituent Corporation subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.

Article III

Certificate of Incorporation of Bylaws

A. The Certificate of Incorporation of Imagine as existing and constituted immediately prior to the Effective Date shall, upon the merger becoming effective, be and constitute the Certificate of Incorporation of the Surviving Corporation until amended in the manner provided by law.

B. The bylaws of Imagine as existing and constituted immediately effective prior to the Effective Date shall, upon the merger becoming effective, be and constitute the bylaws of the Surviving Corporation until amended in the manner provided by law.

Article IV

Other Provisions with Respect to Merger

A. This plan shall be submitted to the Board of Directors of each Constituent Corporation as provided by the applicable laws of the State of Iowa. After the approval or adoption thereof by the Board of Directors of each Constituent Corporation in accordance with the requirements of the laws of the State of Iowa, all required documents shall be executed, filed and recorded and all required acts shall be done in order to accomplish the merger under the provisions of the applicable statutes of the State of Iowa.

B. This plan may be terminated at any time prior to the Effective Date whether before or after action thereon by the Board of Directors of the Constituent Corporations, by mutual consent of the Constituent Corporations expressed by action of the respective Boards of Directors.

Article V

Approval and Effective Time of the Merger

A. The merger shall become effective when all of the following actions have been taken:

1. This plan shall be adopted and approved on behalf of each Constituent Corporation in accordance with the Iowa Revised Nonprofit Corporation Act; and

2. Articles of Merger setting forth the information required by, and executed and verified in accordance with, the Revised Iowa Nonprofit Corporation Act, shall be filed in the office of the Secretary of State of the State of Iowa with the particular time and date at which such filing shall be accomplished being herein referred to as the "Effective Date".

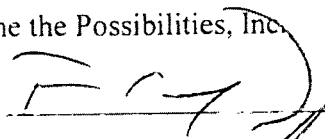
B. For the convenience of the parties and to facilitate the filing and recording of this Plan, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

C. This plan and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Iowa.

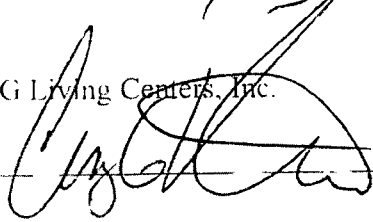
D. This plan cannot be altered or amended except pursuant to an instrument in writing signing on behalf of the parties hereto.

IN WITNESS WHEREOF, the parties have hereinto set their hands on the 16th day of June, 2017.

Imagine the Possibilities, Inc.

By: 

G & G Living Centers, Inc.

By: 

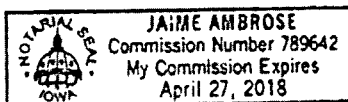
STATE OF IOWA)
) ss:
COUNTY OF _____)

On this _____ day of _____, 2017, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared _____ to me personally known, who being by me duly sworn, did say that he/she is the _____ of said corporation; that no seal has been procured by the corporation; that this instrument was signed on behalf of the corporation by authority of its Board of Directors; and that _____ as such officer, acknowledged the execution of this instrument to be the voluntary act and deed of the corporation, by it and by him/her voluntarily executed.

Notary Public in and for the State of Iowa

STATE OF IOWA)
) ss:
COUNTY OF Clayton)

On this 16th day of June, 2017, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Craig Knudsen to me personally known, who being by me duly sworn, did say that he/she is the Vice President of the corporation; that no seal has been procured by the corporation; that this instrument was signed on behalf of the corporation by authority of its Board of Directors; and that Craig as such officer, acknowledged the execution of this instrument to be the voluntary act and deed of the corporation, by it and by him/her voluntarily executed.



Jaime Ambrose
Notary Public in and for the State of Iowa